NEIL STEVEN M

Form 3

January 27, 2005

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Â NEIL STEVEN M (Last) (First) (Middle) THE COOPER COMPANIES, INC.,Â 6140 STONERIDGE MALL ROAD (Street) PLEASANTON,Â CAÂ 94588 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2005	3. Issuer Name **and** Ticker or Trading Symbol COOPER COMPANIES INC [COO]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) CFO	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to buy)	Â (1)	01/24/2015	Common Stock	30,000	$ 73.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIL STEVEN M THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD PLEASANTON,Â CAÂ 94588	Â	Â	Â CFO	Â

Signatures

Carol R. Kaufman, Wendy L. Stark or Sharyl L. Proscia	01/27/2005
**Signature of Reporting Person	Date

Explanation of Responses:

*   If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

**   Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)   The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves $82.21, but not earlier than 7/26/06; one-fourth shall vest if Fair Market Value of the Company's stock achieves $88.08, but not earlier than 7/26/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves $95.42, but not earlier than 7/28/08; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves $102.76, but not earlier than 7/27/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on January 24, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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